

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

CENTURY PACIFIC, INC.,  
BECKER ENTERPRISES, INC.,

Plaintiffs,

v.

HILTON HOTELS CORPORATION,  
DOUBLETREE CORPORATION, RED  
LIONS HOTELS, INC.

Defendants.

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HILTON HOTELS CORPORATION, RED  
LION HOTELS, INC.,

Counterclaimants,

v.

CENTURY PACIFIC, INC., BECKER  
ENTERPRISES, INC.,

Counter-defendants.

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CASE NO. 03 Civ. 8258 (RJS)

Honorable Richard J. Sullivan

**DECLARATION OF GLENN J.  
PLATTNER IN SUPPORT OF  
HILTON HOTELS CORPORATION  
AND RED LION HOTELS, INC.'S  
OPPOSITION TO COUNTER-  
DEFENDANT'S MOTION IN LIMINE  
TO EXCLUDE INFORMATION**

**AFFIRMATION OF GLENN J. PLATTNER IN SUPPORT OF HILTON HOTELS CORPORATION AND RED LION HOTELS, INC.'S OPPOSITION TO CENTURY PACIFIC INC.'S MOTION IN LIMINE TO EXCLUDE INFORMATION**

**Glenn J. Plattner** affirms:

1. I am an attorney at law admitted pro hac vice in this case, and am a shareholder at Bryan Cave LLP, the attorneys of record for Hilton Hotels Corporation ("Hilton") and Red Lion Hotels, Inc. ("Red Lion") in this matter. I make this Affirmation in support of Hilton and Red Lion's Opposition to Century Pacific, Inc.'s ("Century") Motion in Limine to Exclude Information. I am personally familiar with the relevant facts stated herein.

2. At the time that Hilton and Red Lion filed their initial disclosures in January of 2004 and responded to the first set of interrogatories in April of 2004, they had not yet filed their counterclaim. As a result, no damages calculation was contained in the initial disclosures. The counterclaim, however, listed the amount of damages being claimed to the nearest thousand dollars (i.e. it said approximately \$36,000 for a specified time period whereas the exact amount was \$36,629.26). It was our belief that such damages were also calculable based on the invoices that were provided to Century and based on financial information in Century's possession.

3. Hilton and Red Lion's initial disclosures listed 13 party employed individuals who might potentially have knowledge of discoverable information. At the time of the initial disclosures, these were the anticipated party witnesses in this case. Because of the recent departure from employment of many of the Hilton/Red Lion witnesses and because the case was simplified when the Court granted summary judgment in October of 2007, we listed five additional party employed witnesses in our pre-trial report. For example, Art Coffey, who was the President of Red Lion and was involved in numerous issues relating to the sale of Red Lion which formed the basis of the now dismissed complaint, retired from Red Lion in February 2008. It had been anticipated that Art Coffey (who was listed in the initial

disclosures) would be the primary Red Lion witness, but because of his departure and because of the dismissal of the complaint, his involvement as a witness is no longer needed. In his place, we have designated three Red Lion witnesses, who can testify as needed to the authenticity of invoices sent to Century, the fact that Century did not pay the invoices and the services provided by Red Lion to Century. Hilton was acquired by the Blackstone Group LP on October 24, 2007. Since then, several of the witnesses expected to testify on behalf of Hilton have or will be leaving the company. The additional Hilton witnesses are expected to testify regarding accounting issues that do not appear to be disputed by Century, based on their reply to the counterclaim where in they admit that the disputed amounts were not paid.

4. The vast majority of the discovery in this case related to Century's complaint. Of the approximately thirty depositions taken by the parties, I do not recall a single question by Century of any Hilton/Red Lion witness, or non-party witnesses, regarding the facts supporting the counterclaim or how damages were calculated. For example, I attended the deposition of Art Coffey, the then President of Red Lion, and do not recall any questions by Century's counsel relating to the counterclaim. If Century did not ask the President of Red Lion about the counterclaim, I do not find its claim of prejudice credible or its claim that it would have taken depositions regarding the counterclaim if additional witnesses had been named or if a statement of damages had been provided.

5. Collectively there were over a hundred interrogatories, document requests and other forms of written discovery served by the parties. Tens of thousands, if not hundreds of thousands of pages of documents were produced by the parties. Almost all of this discovery related to the issues in the complaint and not the counterclaim. For example, Century sent one request for production seeking all documents that "support, negate, or relate to" Hilton and Red Lion's counterclaim against Century. With the exception of this one document request, I am not aware of any additional written discovery

relating to Hilton and Red Lion's counterclaim. Until 2008 at the time of the mediation, I am not aware of any request for a statement of damages or any questions regarding how Hilton/Red Lion's damages, as set forth in the counterclaim, were calculated. We did receive a request for clarification regarding how Hilton/Red Lion calculated their damages in January of 2008. In response, I sent a spreadsheet to Century's counsel on January 18, 2008 which contained the details supporting the calculation. In the almost three months since that spreadsheet was sent to Century's counsel, we have not received any response or any request for additional information or clarification.

6. Attached as Exhibit "A" are true and correct copies of the invoices referenced in Exhibit 13 to the joint pre-trial report. These invoices (Exhibit 13) were produced to Century during the ordinary course of discovery by WestCoast (the parent to Red Lion). When I was preparing the pre-trial statement, I had been unable to find these pages in the production, so we provided additional copies to Century's counsel with new Hilton Bates numbers. Additionally, I have reviewed Century's productions in this case and found many of these same invoices in the documents that Century produced, which demonstrates to me that Century has had these invoices the entire time.

I affirm, under penalty of perjury of the laws of the United States and the State of New York, that the foregoing is true and correct.

Executed on April 4, 2008.

  
GLENN J. PLATTNER

# EXHIBIT A

Location #80065

## STATEMENT OF ACCOUNT FOR RED LION HOTEL COLORADO SPRINGS DOWNTOWN, CO

This is a statement of your account at 12/31/01 according to our records, including your current month billing. PLEASE COMPARE THE BALANCES ON THIS STATEMENT TO YOUR RECORDS TO ENSURE THAT ALL PAYMENTS HAVE BEEN PROCESSED. Disregard any invoices which are not yet due, or for which you have recently processed payment. Please refer to the invoice number on Guest Reimbursements invoices, as the invoice dates may differ on your invoice copy and this statement due to a system discrepancy. For payment terms and information, please refer to the bottom of each invoice. All invoices should be paid in full, unless disputed in writing, within 15 days of invoice date. If your records do not agree, you have questions or require invoice copies, please contact your Collection Coordinator, Waukena Bell at 901/374-5412 or Waukena\_Bellehilton.com.

Invoice Type	Invoice Date	Invoice Number	Amount
Miscellaneous	8/31/2001	00234754	1,040.28
Miscellaneous	8/31/2001	00234755	565.72
Franchise Fees	9/30/2001	00238110	9,425.25
Miscellaneous	10/31/2001	00241349	900.00
Miscellaneous	10/31/2001	00241350	893.62
Miscellaneous	10/31/2001	00241351	12.00
Miscellaneous	10/31/2001	00241352	325.00
Miscellaneous	10/31/2001	00241353	27.50
Miscellaneous	10/31/2001	00241354	22.00
Miscellaneous	10/31/2001	00241823	8,459.62
Franchise Fees	10/31/2001	00246272	3,301.00
Miscellaneous	11/30/2001	00246273	107.50
Miscellaneous	11/30/2001	00246274	107.50
Miscellaneous	11/30/2001	00246275	22.00
Miscellaneous	11/30/2001	00246276	12.00
Miscellaneous	11/30/2001	00246277	150.00
Miscellaneous	11/30/2001	00246278	140.00
Miscellaneous	11/30/2001	00246279	24.75
Miscellaneous	11/30/2001	00246280	44.00
Miscellaneous	11/30/2001	00246281	107.50
Miscellaneous	11/30/2001	00246753	5,639.35
Franchise Fees	12/31/2001	00250905	130.00
Miscellaneous	12/31/2001	00250906	1,485.00
Miscellaneous	12/31/2001	00251224	3,687.67
Franchise Fees	12/31/2001		36,629.26
		Account Balance	

Please send payments to: Hilton Hotels, Inc., Department 117, P.O. Box 357, Memphis, TN, 38101.

CONFIDENTIAL

WC05328



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00234754  
INVOICE DATE: 8/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
CDSRL Revenue Management Team Billings	1,040.28	.00

Sub-Total . . . 1,040.28

Invoice Total 1,040.28

TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

REPORTING/ADJUSTMENT INSTRUCTIONS

MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

COLLECTOR

WC05329

HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEEINVOICE #: 00234755  
INVOICE DATE: 2/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

-MAIL CHECK TO-

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Sales and Marketing Conversion	565.72	.00
Sub-Total . . . .	565.72	.00
Invoice Total	565.72	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

COLLECTOR

WC05331




**HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE**

Invoice # : 238110  
 Invoice Date : 9/30/01  
 Location # : 80065

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
 P.O. Box 357

Memphis, TN 38101

RED LION HOTELS  
 COLORADO SPRINGS, CO  
 314 W. Bijou Street

Colorado Springs CO 80905

Current Month Bill: 9,425.25  
 Delinquent Charges: .00  
 Total Due: 9,425.25

ROOMS	202	GROSS ROOMS REVENUE	157,087.56
COOP-Red Lion	9/01	0.5000 %	of Rooms Revenue 785.44 .00
Marketing	9/01	3.5000 %	of Rooms Revenue 5,498.06 .00
Royalties	9/01	2.0000 %	of Rooms Revenue 3,141.75 .00

Curr. Month Bill : 9,425.25 .00

**TERMS**

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

**REPORTING/ADJUSTMENT INSTRUCTIONS****MAILING/INQUIRY INSTRUCTIONS**

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
 DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

**CONFIDENTIAL**

FRANCHISE CREDIT

WC05333



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00241349  
INVOICE DATE: 10/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL 2001 Annual Frame Relay	900.00	.00
Sub-Total . . . :	900.00	.00
Invoice Total	900.00	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 765 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05334



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00241350  
INVOICE DATE: 10/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Revenue Conversion	893.62	.00
Sub-Total . . . :	893.62	.00
Invoice Total	893.62	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN; 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05335



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00241351  
INVOICE DATE: 10/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Red Lion Airline Mileage - August	12.00	.00

Sub-Total . . . : 12.00 .00

Invoice Total 12.00

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05336



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00241352  
INVOICE DATE: 10/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
CGSRL Red Lion Collateral - June	325.00	.00
Sub-Total . . . :	325.00	.00
Invoice Total	325.00	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05337



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00241353  
INVOICE DATE: 10/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117

P.O. Box 357

Memphis,

TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Red Lion Internet Reservations - August	27.50	.00
Sub-Total . . . :	27.50	.00
Invoice Total	27.50	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH. -

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05338



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00241354  
INVOICE DATE: 10/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Red Lion Internet Reservations - July	22.00	.00

Sub-Total . . . : 22.00 .00

Invoice Total 22.00

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05339



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

Invoice # : 241823  
Invoice Date : 10/31/01  
Location # : 80065

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs CO 80905

Current Month Bill: 8,459.62  
Delinquent Charges: .00  
Total Due: 8,459.62

ROOMS	202	GROSS ROOMS REVENUE	140,993.71
COOP-Red Lion	10/01	0.5000 % of Rooms Revenue	704.97
Marketing	10/01	3.5000 % of Rooms Revenue	4,934.78
Royalties	10/01	2.0000 % of Rooms Revenue	2,819.87

Curr. Month Bill : 8,459.62 .00

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

FRANCHISE CREDIT

WC05340





HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246272  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL 2002 AAA Advertising - HMS	3,301.00	.00
Sub-Total	3,301.00	.00
Invoice Total	3,301.00	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

COLLECTOR

WC05341



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246273  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CD 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CD 80905

Description	Amount	Tax Amount
COSRL HSA November	107.50	.00
Sub-Total . . . .	107.50	.00
Invoice Total	107.50	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

COLLECTOR

WC05342



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246274  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL HSA October	107.50	.00

Sub-Total . . . .	107.50	.00
Invoice Total	107.50	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

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DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

CONFIDENTIAL

COLLECTOR

WC05343



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246275  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Internet Reservations	22.00	.00
Sub-Total . . . .	22.00	.00
Invoice Total	22.00	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

COLLECTOR

CONFIDENTIAL

WC05344



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246276  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Airline Mileage	12.00	.00
Sub-Total . . . .	12.00	.00
Invoice Total	12.00	

TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

REPORTING/ADJUSTMENT INSTRUCTIONS

MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

COLLECTOR

CONFIDENTIAL

WC05345

HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEEINVOICE #: 00246277  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL RL Storage Fullfilment Jul-Sep	150.00	.00
Sub-Total . . . . .	150.00	.00
Invoice Total	150.00	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

COLLECTOR

CONFIDENTIAL

WC05346



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246278  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Club Redemption	140.00	.00

Sub-Total . . . : 140.00 .00

Invoice Total 140.00

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

COLLECTOR

CONFIDENTIAL

WC05347



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246279  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Internet Reservations	24.75	.00
Sub-Total . . . .	24.75	.00
Invoice Total	24.75	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

COLLECTOR

CONFIDENTIAL

WC05348





HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00246280  
INVOICE DATE: 11/30/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Internet Reservations	44.00	.00
Sub-Total . . . .	44.00	.00
Invoice Total	44.00	

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

COLLECTOR

CONFIDENTIAL

WC05349



HILTON HOTEL CORPORATION  
MEMPHIS, TENNESSEE

MAIL CHECK TO:

HILTON HOTELS, INC.  
DEPARTMENT 117  
MEMPHIS, TN 38150

Invoice #: 246281  
Invoice Date: ~~#####~~ 11/30/01  
Location #: 80065

BILL TO:

Name Red Lion Hotels  
ATTN: Accounts Payables  
Address 314 W. Bijou Street  
City, State - Zip Colorado Springs, CO 80905

SHIP TO:

Name Red Lion Hotels  
ATTN: Accounts Payables  
Address 314 W. Bijou Street  
City, State - Zip Colorado Springs, CO 80905

Description	Amount
CDSRL HAS December	\$107.50

TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 15TH OF THE FOLLOWING MONTH, WHETHER OR NOT AN INVOICE IS ISSUED. AMOUNTS NOT PAID WHEN DUE WILL ACCRUE INTEREST BEGINNING ON THE FIRST DAY OF THE MONTH FOLLOWING THE DUE DATE, WHEN APPLICABLE, AT ONE AND ONE-HALF PERCENT PER MONTH, BUT NOT TO EXCEED THE MAXIMUM INTEREST PERMITTED BY APPLICABLE LAW. THE CHARGES AND/OR ASSESSMENTS SHOWN ON THIS INVOICE ARE BASED ON THE TERMS OF A HAMPTON INN LICENSE AGREEMENT, LICENSE COMMITMENT, OR LEASE CONTRACT OR OTHER CONTRACTS OR AGREEMENTS OF PROMUS HOTELS, INC.

MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE. DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

INVOICE

CONFIDENTIAL

WC05350


**HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE**

Invoice # : 246753  
 Invoice Date : 11/30/01  
 Location # : 80065

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
 P.O. Box 357

Memphis, TN 38101

RED LION HOTELS  
 COLORADO SPRINGS, CO  
 314 W. Bijou Street

Colorado Springs CO 80905

Current Month Bill: 5,497.97  
 Delinquent Charges: 141.38  
 Total Due: 5,639.35

ROOMS	202	GROSS ROOMS REVENUE	91,632.95
COOP-Red Lion	11/01	0.5000 % of Rooms Revenue	458.16 11.78
Marketing	11/01	3.5000 % of Rooms Revenue	3,207.15 82.47
Royalties	11/01	2.0000 % of Rooms Revenue	1,832.66 47.13

Curr. Month Bill : 5,497.97 141.38

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
 DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

FRANCHISE CREDIT

CONFIDENTIAL

WC05351



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00250905  
INVOICE DATE: 12/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL RL Collateral 11/1-11/29	130.00	.00

Sub-Total . . . : 130.00 .00

Invoice Total 130.00

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

FRANCHISE CREDIT

CONFIDENTIAL

WC05352



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

INVOICE #: 00250906  
INVOICE DATE: 12/31/01  
CUSTOMER NUMBER: 80065  
INVOICE TYPE: MISC

## MAIL CHECK TO:

HILTON HOTELS CORPORATION

Department 117  
P.O. Box 357

Memphis, TN 38101

## BILL TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

## SHIP TO:

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs

CO 80905

Description	Amount	Tax Amount
COSRL Quality Evaluation Program	1,485.00	.00

Sub-Total . . . : 1,485.00 .00

Invoice Total 1,485.00

## TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

## REPORTING/ADJUSTMENT INSTRUCTIONS

## MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

FRANCHISE CREDIT

CONFIDENTIAL

WC05371



HILTON HOTELS CORPORATION  
MEMPHIS, TENNESSEE

Invoice # : 251224  
Invoice Date : 12/31/01  
Location # : 80065

RED LION HOTELS  
COLORADO SPRINGS, CO  
314 W. Bijou Street

Colorado Springs CO 80905

MAIL CHECK TO:  
HILTON HOTELS CORPORATION  
Department 117  
P.O. Box 357  
Memphis, TN 38101

Current Month Bill: 3,419.40  
Delinquent Charges: 268.27  
Total Due: 3,687.67

ROOMS	202	GROSS ROOMS REVENUE	56,990.11
COOP-Red Lion	12/01	0.5000 % of Rooms Revenue	284.95
Marketing	12/01	3.5000 % of Rooms Revenue	1,994.65
Royalties	12/01	2.0000 % of Rooms Revenue	1,139.80
			22.35
			156.49
			89.43

Curr. Month Bill : 3,419.40 268.27

#### TERMS

ALL CHARGES AND/OR ASSESSMENTS ON THIS INVOICE ARE DUE AND PAYABLE ON OR BEFORE THE 30TH OF THE FOLLOWING MONTH.

#### REPORTING/ADJUSTMENT INSTRUCTIONS

#### MAILING/INQUIRY INSTRUCTIONS

RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT, MADE PAYABLE TO PROMUS HOTELS, INC., TO THE ADDRESS ABOVE.  
DIRECT INQUIRIES TO FRANCHISE CREDIT, PROMUS HOTEL CORPORATION, 755 CROSSOVER LANE, MEMPHIS, TN, 38117, (901)374-5420.

FRANCHISE CREDIT

WC05372

CONFIDENTIAL

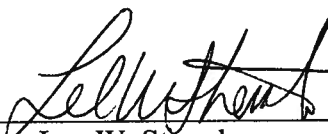
**CERTIFICATE OF SERVICE**

I hereby certify that on this date I served the foregoing DECLARATION OF GLENN J. PLATTNER IN SUPPORT OF HILTON HOTELS CORPORATION AND RED LION HOTELS, INC.'S OPPOSITION TO COUNTER-DEFENDANT'S MOTION IN LIMINE TO EXCLUDE INFORMATION on all parties, by causing true and correct copies thereof to be e-mailed to, and deposited in the U.S.Mail, postage prepaid, to:

Dwight J. Davis  
KING & SPALDING LLP  
1185 Avenue of the Americas  
New York, New York 10036  
**ddavis@kslaw.com**

Courtland L. Reichman  
Natasha H. Moffit  
KING & SPALDING LLP  
1180 Peachtree Street  
Atlanta, Georgia 30309  
**creichman@kslaw.com**  
**nmoffitt@kslaw.com**

Dated: April 7, 2008

  
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Lee W. Stremba

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